

MINUTES OF  
THE RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY

September 25, 2015 (#491)

PUBLIC SESSION

A monthly meeting of the Board of Directors (the “Board”) of the **RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY** (the “Authority”) was held in Public Session at the offices of the Rhode Island Commerce Corporation (“Commerce RI”), 315 Iron Horse Way, Suite 101, Providence, Rhode Island on September 25, 2015 at approximately 8:30 a.m., pursuant to notice of the meeting to all Directors, and public notice of the meeting as required by Rhode Island General Law 42-46-6.

PRESENT: Christopher V. Bilotti, Vice Chairman  
Scott A. Gibbs, Member  
Laurence W. Ehrhardt, Member

ABSENT: Frances H. Gammell-Roach, Chairperson

Mr. John R. Gowell, Member joined the meeting in progress.

ALSO PRESENT: William Ash, Manager of the Authority  
Stacy Farrell, Assistant Manager of the Authority  
Tom Moses, Esq. Moses Afonso Ryan Ltd.

Vice Chairman Bilotti presided over the meeting.

**1. Call to Order.**

Mr. Bilotti called the meeting to order at 8:47 a.m.

**2. Approval of the Public and Executive Session Minutes of the Meeting Held on June 26, 2015**

Mr. Bilotti presented the Public and Executive Session Minutes of the meeting held on June 26, 2015. Mr. Ehrhardt recommended the matter be tabled as all members present were not in attendance of the June 26, 2015 meeting.

**3. Maintain the Executive Session Minutes of June 26, 2015 as Confidential**

The next item to come before the Board was a vote to maintain the confidentiality of the Executive Session Minutes of the Board meetings held on June 26, 2015. Mr. Ehrhardt recommended the matter be tabled as all the members present were not in attendance of the June 26, 2015 meeting

4. **Approval of the Public and Executive Session Minutes of the Meeting Held on July 31, 2015**

Mr. Bilotti presented the Public and Executive Session Minutes of the meeting held on July 31, 2015. Mr. Ehrhardt recommended the matter be tabled as the members present were not in attendance of the July 31, 2015 meeting.

5. **Maintain the Executive Session Minutes of June 26, 2015 as Confidential**

The next item to come before the Board was a vote to maintain the confidentiality of the Executive Session Minutes of the Board meetings held on July 31, 2015. Mr. Ehrhardt recommended the matter be tabled as the members present were not in attendance of the July 31, 2015 meeting

6. **To review draft audited financial statements for the period ended June 30, 2015**

Ms. Lisa Lasky introduced Mr. Michael Crawley, CPA of the accounting firm LCG&D. Mr. Crawley then presented and reviewed with the Board the draft audited financial statements for the Authority for the fiscal year ended June 30, 2015 (Exhibit A). Mr. Crawley outlined some of the highlights of the statements and answered some questions from the Board. Upon completion of the review Mr. Crawley indicated that next steps, upon Board approval, were to review final documentation, and finalize a representation letter to accompany them. He indicated copies of the report had already been filed with the Auditor General and the state's Controllers Office. Upon completion of the discussion a motion was duly made by Mr. Ehrhardt, was seconded by Mr. Gibbs, and was unanimously carried to approve the draft audited financial statements of the Authority for the fiscal year ended June 30, 2015 as presented. A roll call vote was taken:

Mr. Ehrhardt– aye

Mr. Bilotti – aye

Mr. Gibbs – aye

Mr. Gowell joined the meeting at this time, approximately 8:58 a.m. and then recused himself as the next item to come before the board was related to a recommendation for legal counsel and his firm has responded to the Request for Proposal.

7. **Review and approval of recommendation for legal counsel and approved closing counsel list for the Authority**

Mr. Bilotti began the discussion by explaining the process for reviewing the proposals. It was noted that this process was initiated to ensure the pricing for legal services was competitive and cost effective for the borrowers. There was some discussion about the IRBA program and the need for the program to be looked at as a whole to ensure it was competitive in the current market.

After some discussion regarding the suggested firms Mr. Ehrhardt made a motion to approve the first portion of the resolution (Exhibit B) which would appoint the law firm of Moses Afonso Ryan, Ltd as its general counsel through September 25, 2016 and to table the second vote on the resolution subject to further review and substantiation by staff. Mr. Bilotti seconded the motion. A roll call vote was taken:

Mr. Ehrhardt– aye

Mr. Bilotti – aye

Mr. Gibbs – aye

Mr. Gowell rejoined the meeting at the conclusion on this discussion, at approximately 9:34 a.m.

**8. Discussion regarding the status of the Isle Brewers transaction**

Mr. Ash indicated at the last meeting that there were a number of outstanding items that he has now obtained from the borrowers. He also noted that Webster Bank had provided Isle Brewers with a formal commitment letter. Mr. Ash stated he recently met with the owners of Narragansett Brewery, a major brewer in this project, and reviewed their current financials. He noted they planned to produce 15,000 barrels right away and were very invested in the project. Mr. Ash anticipated the project would be presented for a final approval by the end of the calendar year.

**9. Executive Session**

Mr. Moses noted that a substantial discussion regarding CAPCO would take place at the next meeting and there was no need to go into executive session for discussion of that matter at this time.

**10. Adjournment**

There being no further business to come before the Board, upon motion duly made by Mr. Ehrhardt, was seconded by Mr. Gibbs, the Board unanimously voted to adjourn the meeting. A roll call vote followed:

Mr. Bilotti – aye

Mr. Gibbs – aye

Mr. Ehrhardt – aye

Mr. Gowell – aye

The meeting was adjourned at 9:41 a.m.

Respectfully submitted,

/s/ Stacy Farrell

Stacy Farrell, Assistant Manager